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K.A.,

Plaintiff,

v.

MINDGEEK S.A.R.L., et al.,

Defendants.

CASE NO. 2:24-cv-4786-WLH-ADS

JUDGE: HON. WESLEY L. HSU

**PLAINTIFFS' APPLICATION  
FOR LEAVE TO FILE UNDER  
SEAL MATERIALS RELATED  
TO OMNIBUS OPPOSITION**

Date: JANUARY 31, 2025

Time: 1:30 PM

Courtroom: 9B

COMPLAINT FILED: June 7, 2024

1 Pursuant to Local Rule 79-5.2.2 and the Amended Stipulated Protective Order  
2 in *Fleites v. MindGeek S.a.r.l. et al.*, Case No. 21-cv-04920-WLH-ADS (ECF No. 490,  
3 “Amended Protective Order”), Plaintiff K.A. in the above-referenced matter and  
4 Plaintiffs in the additional thirteen (13) related lawsuits before this Court (ECF No.  
5 52, Ex. 1) (collectively, “Plaintiffs”) hereby submit this Application for Leave to File  
6 Under Seal limited portions of Plaintiffs’ Omnibus Opposition to Defendants’ Motions  
7 to Dismiss, the Declaration of Michael J. Bowe in support of Plaintiffs’ Omnibus  
8 Opposition, and certain exhibits attached to the Declaration of Michael J. Bowe.

9 The Amended Protective Order allows a party to designate material that it  
10 produces as “Confidential” or “Highly Confidential” if it qualifies for protection under  
11 Fed. R. Civ. P. 26(c), or as otherwise provided for in the parties’ Good Cause  
12 Statement. The MindGeek Defendants designated virtually all of the discovery  
13 produced in this case and portions of each witness’s deposition testimony Confidential  
14 or Highly Confidential pursuant to the Protective Order.

15 Plaintiffs met and conferred with Defendants concerning their Motions to  
16 Dismiss on October 14, 2024. On December 11, 2024, Plaintiffs notified Defendants  
17 of their intent to reference or attach as exhibits to their Omnibus Opposition the same  
18 discovery materials and testimony, which has been designated as Confidential or  
19 Highly Confidential by the MindGeek Defendants, that Plaintiff in the *Fleites* Action  
20 attached to her Omnibus Opposition. Defendants again requested that all designated  
21 materials and testimony be filed under seal.

22 Accordingly, Plaintiffs have redacted the designated material from the publicly  
23 filed version of their Omnibus Opposition and have filed under seal the supporting  
24 exhibits with designated material.

25 By making this Application, Plaintiffs do not agree that any of the designated  
26 discovery materials and testimony should be maintained under seal. Pursuant to Local  
27 Rule 79-5.2.2(b)(i), the burden is on Defendants to file a declaration to establish that  
28

1 all or part of those materials and testimony are sealable.

2 Plaintiffs therefore respectfully request that the Court enter the concurrently  
3 filed [Proposed] Order permitting Plaintiffs to file under seal the following exhibits  
4 attached to the sealed declaration in support of this Application:

Bowe Decl. Ex.	Bates	Document
1	---	June 1, 2023 Andreou Deposition Transcript (excerpted)
3	---	June 14, 2023 Antoon Deposition Transcript (excerpted)
4	---	June 15, 2023 Bergmair Deposition Transcript (excerpted)
5	---	June 16, 2023 Tassillo Deposition Transcript (excerpted)
6	Bergmair_Fleites_00002186	October 15, 2013 Manwin Holding S.a.r.l., Project No Name, Step Memorandum
7	MindGeek_Fleites_00000413	2019 Report and Financial Statements for MG Freesites Ltd
7	MindGeek_Fleites_00000456	2014 Report and Financial Statements for MG Freesites Ltd
7	MindGeek_Fleites_00000491	2015 Report and Financial Statements for MG Freesites Ltd
7	MindGeek_Fleites_00000527	2017 Report and Financial Statements for MG Freesites Ltd
7	MindGeek_Fleites_00000564	2016 Report and Financial Statements for MG Freesites Ltd
8	MGGT000008	July 1, 2014 Alchemy Capital Planning LLC, Memorandum
8	MindGeek_Fleites_00000376	2018 Report and Financial Statements for MG Freesites Ltd
9	---	Expert Declaration in Support of Plaintiff's Omnibus Opposition
10	MindGeek_Fleites_00008490	April 2017 Confidential Information Memorandum - MindGeek S.a.r.l.

Bowe Decl. Ex.	Bates	Document
11	MindGeek_Fleites_00008508	July 2015 Confidential Information Memorandum - MindGeek S.a.r.l.
12	Tassillo_Fleites_00000914	March 16, 2023 Share Pledge Agreement
13	MindGeek_Fleites_00097925	Excel spreadsheet for MG Premium Ltd.'s list of suppliers with expenses of \$500,000 and more expensed in Website operating expenses
14	MindGeek_Fleites_00097926	Excel spreadsheet for MG Freesites Ltd.'s List of suppliers with expenses of \$500,000 and more expensed in Website operating expenses
15	MindGeek_Fleites_00008664	May 2014 Confidential Information Memorandum - MindGeek S.a.r.l.
16	MindGeek_Fleites_00098687	MG Freesites Ltd; List of Suppliers with expenses of \$500,000 and more expenses in Website operating expenses
17	MindGeek_Fleites_00098688	MG Premium Ltd; List of Suppliers with expenses of \$500,000 and more expenses in Website operating expenses
18	---	September 22, 2022 Defendant Feras Antoon's Responses and Objections to Plaintiff's First Set of Interrogatories
19	---	September 22, 2022 Defendant Bernd Bergmair's Objections and Responses to Plaintiff's First Set of Interrogatories
19	---	June 14, 2023 Defendant Bernd Bergmair's Second Supplemental Responses and Objections to Plaintiff's First Set of Interrogatories
19	---	June 15, 2023 Defendant Bernd Bergmair's Responses and Objections to Plaintiff's Second Set of Interrogatories
20	Bergmair_Fleites_00000001	Emails between MindGeek Employees

<b>Bowe Decl. Ex.</b>	<b>Bates</b>	<b>Document</b>
20	Bergmair_Fleites_00000003	Letter from Visa and National Center on Sexual Exploitation
20	Bergmair_Fleites_00000009	Internal MindGeek Notes; "The news media"
20	Bergmair_Fleites_00000011	Draft Letter from MindGeek addressing concerns raised by VISA
20	Bergmair_Fleites_00000024	Emails between MindGeek Employees and Patreus
20	Bergmair_Fleites_00000025	Letter from MindGeek addressing concerns raised by VISA to CardWorks Acquiring
20	Bergmair_Fleites_00000038	Emails between MindGeek Employees
20	Bergmair_Fleites_00000041	Emails between MindGeek Employees
20	Bergmair_Fleites_00000042	Letter from MindGeek to Mastercard
20	Bergmair_Fleites_00000080	Letter from MG Billing US Corp to partners addressing allegations
20	Bergmair_Fleites_00000084	Emails between MindGeek Employees and Patreus
20	Bergmair_Fleites_00000085	Letter from MindGeek addressing allegations
20	Bergmair_Fleites_00000087	Feras Antoon contact information
20	Bergmair_Fleites_00000088	Emails between MindGeek Employees and Patreus
20	Bergmair_Fleites_00000089	Letter from MindGeek addressing allegations
20	Bergmair_Fleites_00000091	Emails between MindGeek Employees and Patreus
20	Bergmair_Fleites_00000093	Letter from MindGeek addressing allegations
20	Bergmair_Fleites_00000095	Emails between MindGeek Employees, Patreus and Mitchell Silberberg & Knupp LLP
20	Bergmair_Fleites_00000097	Emails between MindGeek Employees and Patreus
20	Bergmair_Fleites_00000099	Spreadsheet titled "Guidelines"
20	Bergmair_Fleites_00000100	2 Spreadsheets containing keywords in relation to CSAM, etc.
20	Bergmair_Fleites_00000101	Emails between MindGeek Employees

Bowe Decl. Ex.	Bates	Document
20	Bergmair_Fleites_00000103	Emails between MindGeek Employees
20	Bergmair_Fleites_00000106	Emails between MindGeek Employees
20	Bergmair_Fleites_00000107	Draft Letter from MindGeek addressing concerns raised by VISA
20	Bergmair_Fleites_00000124	Feras Antoon contact information
20	Bergmair_Fleites_00000125	Emails between MindGeek Employees
20	Bergmair_Fleites_00000128	Emails between MindGeek Employees
20	Bergmair_Fleites_00000130	Emails between MindGeek Employees
20	Bergmair_Fleites_00000132	Emails between MindGeek Employees
20	Bergmair_Fleites_00000134	Teams Meeting Invite between MindGeek Employees
20	Bergmair_Fleites_00000135	Letter from MindGeek addressing concerns raised by VISA to CardWorks Acquiring
20	Bergmair_Fleites_00000139	Emails between MindGeek Employees and Patreus
20	Bergmair_Fleites_00000141	Emails between MindGeek Employees and Patreus
20	Bergmair_Fleites_00000142	"Partnerships and government contacts - Summary"
20	Bergmair_Fleites_00000144	Emails between MindGeek Employees and Patreus
20	Bergmair_Fleites_00000147	Emails between MindGeek Employees
20	Bergmair_Fleites_00000150	Spreadsheet titled "Black Channels," "Grey Channels"
20	Bergmair_Fleites_00000152	Emails between MindGeek Employees and Patreus
20	Bergmair_Fleites_00000154	Spreadsheet titled "Black Channels"
20	Bergmair_Fleites_00000156	Spreadsheet titled "Grey Channels"
20	Bergmair_Fleites_00000158	Spreadsheet titled "Black Channels"
20	Bergmair_Fleites_00000160	Spreadsheet titled :Grey Channels"
20	Bergmair_Fleites_00000162	Excel Sheets containing keywords

<b>Bowe Decl. Ex.</b>	<b>Bates</b>	<b>Document</b>
20	Bergmair_Fleites_00000164	Emails between MindGeek Employees
20	Bergmair_Fleites_00000165	June 30, 2020 letter from MindGeek to Merrick Bank addressing allegations
20	Bergmair_Fleites_00000177	Feras Antoon contact information
21	Bergmair_Fleites_00000982	Emails exchanged between MindGeek employees with the subject lines "week 2 transition milestones" and "PEI week 2 transition milestones"
22	Bergmair_Fleites_00000984	Emails exchanged between MindGeek employees with the subject line "Revised CIM and Refi Term sheet for Blake's"
23	Bergmair_Fleites_00001068	Emails exchanged between MindGeek employees with the subject line "2018 Strategy session-Day 3 Summary V3"
24	Bergmair_Fleites_00001069	MindGeek 2018 - Strategy Brainstorming, Summary and Action Items
25	Bergmair_Fleites_00001088	Emails exchanged between MindGeek employees and Frank Di Rocco
26	Bergmair_Fleites_00001098	MindGeek S.a.r.l., Corporate Overview
27	Bergmair_Fleites_00001133	Emailed meeting invitation between MindGeek employees with the subject line "Meeting (Bernard, Feras, David, Eddy)"
28	Bergmair_Fleites_00001134	Emailed meeting invitation exchanged between MindGeek employees with the subject line "Spago Beverly Hills"
29	Bergmair_Fleites_00001220	Emails exchanged between MindGeek employees with the subject line "kink acquisition"
30	Bergmair_Fleites_00001235	Emails exchanged between MindGeek employees and Google with the subject line "Google Response to MindGeek RFP for GCP"

Bowe Decl. Ex.	Bates	Document
31	Bergmair_Fleites_00001263	Emails exchanged between MindGeek employees with the subject line "Online Harms White Paper"
32	Bergmair_Fleites_00001346	Emailed meeting invitation exchanged between MindGeek employees with the subject line "Invitation: HOLD Meeting   MindGeek - Bernard Bergmair, Chairman of t... @ Fri May 17, 2019 11 am - 11:45 am (PDT) (bernard@patreus.com)"
33	Bergmair_Fleites_00001357	Emails exchanged between MindGeek employees with the subject line "Bank pack"
34	Bergmair_Fleites_00001380	August 2019 MindGeek S.a.r.l. Management Presentation
35	Bergmair_Fleites_00001419	April 2020 Emails exchanged between MindGeek employees with the subject line "Project OTHER"
36	Bergmair_Fleites_00001422	Emails exchanged between MindGeek employees with the subject line "May 2020 Budget"
37	Bergmair_Fleites_00001504	Emails exchanged between MindGeek employees with the subject line "Mastercard request"
38	Bergmair_Fleites_00001508	Emails exchanged between MindGeek employees with the subject line "Project OTHER"
39	Bergmair_Fleites_00001528	2020 Emails exchanged between MindGeek employees with the subject lines "[External] Upcoming calls" and "FW: Legal Tubes Audit update"
40	Bergmair_Fleites_00002292	Emails exchanged between MindGeek and Patreus with the subject line "ltr"
42	Bergmair_Fleites_00002294	Letter re dividends
43	Bergmair_Fleites_00002295	Letter re licensing
44	Bergmair_Fleites_00002296	Letter re payment directions
45	Bergmair_Fleites_00002297	Emails exchanged between MindGeek and Patreus with the subject line "pmt direction"

Bowe Decl. Ex.	Bates	Document
46	Bergmair_Fleites_00002298	Emails exchanged between MindGeek and Patreus with the subject line "pmt direction"
48	Bergmair_Fleites_00002300	Letter re payment directions
49	Bergmair_Fleites_00002301	Emails exchanged between MindGeek and Patreus with the subject line "pmt direction"
51	Bergmair_Fleites_00002303	Letter re payment directions
52	Bergmair_Fleites_00002304	Emails exchanged between MindGeek and Patreus with the subject line "payment direction"
53	Bergmair_Fleites_00002305	Letter re payment directions
54	Bergmair_Fleites_00002306	Emails exchanged between MindGeek and Patreus with the subject line "payment direction"
55	Bergmair_Fleites_00002307	Emails exchanged between MindGeek and Patreus with the subject line "pmt ltr"
56	Bergmair_Fleites_00002308	Letter re payment directions
57	Bergmair_Fleites_00002309	Emails exchanged between MindGeek and Patreus with the subject line "payment direction"
58	Bergmair_Fleites_00002311	Emails exchanged between MindGeek and Patreus with the subject line "ltr"
59	Bergmair_Fleites_00002312	Letter re payment directions
60	Bergmair_Fleites_00002313	Emails exchanged between MindGeek and Patreus with the subject line "ltr"
61	Bergmair_Fleites_00002314	Letter re payment directions
62	Bergmair_Fleites_00002315	Emails exchanged between MindGeek and Patreus with the subject line "payment"
63	Bergmair_Fleites_00002316	Letter re licensing
64	MindGeek_Fleites_00007123	February 14, 2017 Services Agreement
64	MindGeek_Fleites_00007137	Termination Agreement
64	MindGeek_Fleites_00007144	February 14, 2017 Server Cost Sharing Agreement
64	MindGeek_Fleites_00007148	Termination Agreement
64	MindGeek_Fleites_00007155	January 1, 2016 Services Agreement

Bowe Decl. Ex.	Bates	Document
64	MindGeek_Fleites_00007164	January 1, 2019 Services Agreement
64	MindGeek_Fleites_00007175	November 1, 2020 Services Agreement
64	MindGeek_Fleites_00007183	Server Cost Sharing Agreement
64	MindGeek_Fleites_00007186	First Amendment to the Server Cost Sharing Agreement
65	MindGeek_Fleites_00012267	IP License Agreement
67	MindGeek_Fleites_00001578	2014 MindGeek Group Financial Reporting Package
68	MindGeek_Fleites_00001579	2015 MindGeek Group Financial Reporting Package
69	MindGeek_Fleites_00001580	2016 MindGeek Group Financial Reporting Package
70	MindGeek_Fleites_00001581	2017 MindGeek Group Financial Reporting Package
71	MindGeek_Fleites_00001582	2018 MindGeek Group Financial Reporting Package
72	MindGeek_Fleites_00001583	2019 MindGeek Group Financial Reporting Package
73	MindGeek_Fleites_00001584	2020 MindGeek Group Financial Reporting Package
74	MindGeek_Fleites_00001585	2021 MindGeek Group Financial Reporting Package
75	MindGeek_Fleites_00000020	Further Amended and Restated Executive Employment Agreement 2018 - 2024 for Feras Antoon
76	MindGeek_Fleites_00000042	Further Amended and Restated Executive Employment Agreement between 9219-1568 Quebec Inc. and David Tassillo
77	Bergmair_Fleites_00002008	Emails exchanged between MindGeek and Polley Faith with the subject line "Inquiries from UK"
83	Bergmair_Fleites_00002328	Emails exchanged between MindGeek and Patreus with the subject line "ltr"
84	Bergmair_Fleites_00002329	Letter re dividends
85	Bergmair_Fleites_00002330	Letter re dividends

Bowe Decl. Ex.	Bates	Document
86	Bergmair_Fleites_00002331	Emails exchanged between MindGeek and Patreus with the subject line "ltr"
87	Bergmair_Fleites_00002332	Letter re dividends
88	Bergmair_Fleites_00002333	Emails exchanged between MindGeek and Patreus with the subject line "dividends"
91	Bergmair_Fleites_00002449	Emails exchanged between MindGeek and Patreus with the subject line "Summary of 2019 details"
93	Bergmair_Fleites_00002456	Emails exchanged between MindGeek and Patreus with the subject line "Re: div history"
94	Bergmair_Fleites_00002458	Excel Sheet with a Tab named "Shareholder dis from 2014"
95	Bergmair_Fleites_00002459	Emails exchanged between MindGeek and Patreus with the subject line "2019 distributions"
96	Bergmair_Fleites_00002460	Excel Sheet with Bergmair distributions
97	Bergmair_Fleites_00001429	MindGeek S.r.l., Consolidated Financial Statements
99	MindGeek_Fleites_00030407	March 1, 2010 Hosting Agreement
100	MindGeek_Fleites_00066311	Excel titled, "LIPI Expenses Allocation" (2019)
101	MindGeek_Fleites_00067772	Excel titled, "LIPI Expenses Allocation" (2014)
102	MindGeek_Fleites_00067773	Excel titled, "LIPI Expenses Allocation" (2015)
103	MindGeek_Fleites_00067774	Excel titled, "LIPI Expenses Allocation" (2016)
104	MindGeek_Fleites_00067775	Excel titled, "LIPI Expenses Allocation" (2017)
105	MindGeek_Fleites_00067776	Excel titled, "LIPI Expenses Allocation" (2018)
106	MindGeek_Fleites_00067777	Excel titled, "LIPI Expenses Allocation" (2020)
107	MindGeek_Fleites_00001814	October 18, 2013 Shareholders' Agreement
	---	Redacted text in Omnibus Opposition which references the designated materials

Bowe Decl. Ex.	Bates	Document
	---	Redacted text in Bowe Declaration which references the designated materials

Defendants have been served with a copy of this Application today through the CM/ECF system, and by email, as required by Local Rule 79-5.2.2.

Dated: December 12, 2024

Respectfully submitted,

/s/ Lauren Tabaksblat

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